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NAME: KRAFT-GOSS, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
KRAFT-GOSS, L.L.C.**

**ARTICLE I
NAME AND ADDRESS**

The name of this Limited Liability Company shall be **KRAFT-GOSS, L.L.C.**, (the "Company"). The mailing address and street address of the principal office of the Company is c/o 2606 South Horseshoe Drive, Naples, FL 34104.

**ARTICLE II
DURATION**

This Limited Liability Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company.

**ARTICLE III
PURPOSE**

This Company is created for the purpose of the construction and sale of homes, and such other business as may be agreed upon by the unanimous consent of the members.

**ARTICLE IV
DESIGNATION OF REGISTERED AGENT**

The name and address of the registered agent and office of the Company shall be **RICHARD C. GRANT, Esq.**, Grant, Fridkin, Pearson, Athan & Crown, P.A., 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

**ARTICLE V
MANAGEMENT OF COMPANY BUSINESS**

The business of the Company shall be managed by its Managing Member. Kraft Custom Homes, L.L.C., 2606 South Horseshoe Drive, Naples, FL 34104, will initially act as the initial managing member of the Company until its successor is elected. The managing member shall conduct the day to day operation and management of the Company on behalf of the members pursuant to the conditions contained herein and the terms and conditions of a written agreement for the operation and management of the Company by and between its members.

Fax Audit #H98000021935
Richard C. Grant, Esquire
Grant, Fridkin, Pearson, Athan & Crown, P.A.
5551 Ridgewood Drive, Suite 501, Naples, Florida 34108
(941) 514-1000
Florida Bar #156041

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TALLAHASSEE, FLORIDA

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ARTICLE VI
LIMITATIONS ON MANAGING MEMBER

The Managing Member shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other members of the Company without obtaining the prior written consent of all members of the Company.

ARTICLE VII
ADDITIONAL MEMBERS

The members shall have the right to admit additional members on terms and conditions approved by the prior written consent of all members of the Company.

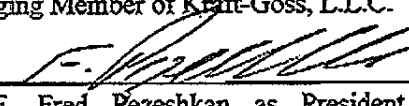
ARTICLE VIII
RIGHT TO CONTINUE BUSINESS OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member of the Company, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining member or members shall continue the business of the Company in accordance with the terms and conditions of a written agreement for the operation and management of the Company by and between its members.

ARTICLE IX
AMENDMENTS

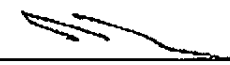
These Articles may be amended from time to time by the written consent of all members of the Company. The amendments shall be duly signed by all members of this Company and filed with the Florida Department of State.

KRAFT CUSTOM HOMES, L.L.C.,
as Managing Member of Kraft-Goss, L.L.C.

By: 
F. Fred Pezeshkan as President of Kraft
Construction Company, Inc., its Manager.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Kraft-Goss, L.L.C., at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida in keeping said office open.


Richard C. Grant

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
KRAFT-GOSS, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY**

STATE OF FLORIDA)

COUNTY OF COLLIER)

§§

The undersigned, F. Fred Pezeshkan as president of Kraft Construction Company, Inc., the manager of , Kraft Custom Homes, L.L.C., which is a member of Kraft-Goss, L.L.C., hereby deposes and says:

1) The above-named Limited Liability Company, KRAFT-GOSS, L.L.C., has at least one member.

2) The total amount of cash or property anticipated to be contributed by members is One Hundred Thousand and No/100 Dollars (\$100,000.00).

F. Pezeshkan
F. Fred Pezeshkan, as President of Kraft Construction Company, Inc., the Manager of KRAFT CUSTOM HOMES, L.L.C., member of Kraft Goss, L.L.C.

Sworn to and subscribed before me this 23rd day of November, 1998, by F. Fred Pezeshkan, who is personally known to me and did take an oath.

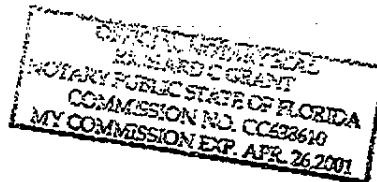
Notary Public - State of Florida at Large

Richard C. Grant

Printed Name of Notary Public

My Commission Expires:

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